

MEMORANDUM

TO: File No. S7-22-19 – Amendments to Exemptions from the Proxy Rules for Proxy Voting Advice
File No. S7-23-19 – Procedural Requirements and Resubmission Thresholds under Exchange Act Rule 14a-8

FROM: Katherine Kelly, Counsel to Commissioner Lee

RE: Meeting with IAC Executive Committee

DATE: March 1, 2020

On February 26, 2020, Commissioner Allison Herren Lee and Katherine Kelly met with members of the Executive Committee of the SEC's Investor Advisory Committee, including Anne Sheehan, Barbara Roper, Paul Mahoney, and Craig Goettsch. Among the topics discussed were the SEC's proposals regarding Amendments to Exemptions from the Proxy Rules for Proxy Voting Advice and Procedural Requirements and Resubmission Thresholds under Exchange Act Rule 14a-8.